

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

FRANCISCO ABELLAN VILLENA,

GUILLERMO CIUPIAK, JAMES B.

PANTHER, JR., and FAIYAZ DEAN

Defendants.

No. 18-cv-4309

AFFIDAVIT OF DUANE K. THOMPSON

DUANE K. THOMPSON, being duly sworn, states as follows:

1. I am an Assistant Chief Litigation Counsel in the Division of Enforcement at the Washington, DC headquarters of the Securities and Exchange Commission ("Commission"). In this position, I represent the Commission in enforcement actions filed in United States District Courts throughout the country. I make this affidavit in support of my application for admission Pro Hac Vice to appear as counsel for the Commission in the above captioned case.

2. I am a member in good standing of the bars of the District of Columbia and the State of Maryland. Certificates of good standing issued within the past year (Exhibits 1 and 2) accompany my motion.

3. I have never been convicted of a felony.

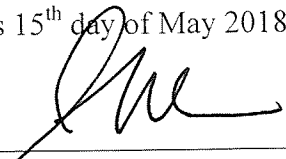
4. I have never been censured, suspended, disbarred or denied admission or readmission by any court.

5. There are no disciplinary proceedings presently pending against me.

DATED: May 15, 2018


Duane K. Thompson

Subscribed and sworn to before me
this 15th day of May 2018



Notary Public

RENE' WISE
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires May 31, 2018

EXHIBIT 1

United States Court of Appeals
FOR THE DISTRICT OF COLUMBIA CIRCUIT

Certificate of Good Standing

I, Mark J. Langer, Clerk of the United States Court of Appeals for the District of Columbia Circuit, certify that **Duane K. Thompson** was on the 25th day of September, 1987, duly admitted and qualified as an attorney and counselor of the Court of Appeals, and is now a member of the bar of the Court of Appeals in good standing

In Testimony Whereof, I have hereunto
subscribed my name and affixed the seal
of the Court, at the City of Washington,
this 3 day of May, 2018.

FOR THE COURT:

Mark J. Langer, Clerk

BY:



Joseph D'Agostino

Deputy Clerk

EXHIBIT 2

**Court Of Appeals
of Maryland**
Annapolis, MD



CERTIFICATE OF GOOD STANDING

STATE OF MARYLAND, ss:

*I, Bessie M. Decker, Clerk of the Court of Appeals of Maryland,
do hereby certify that on the eighteenth day of December, 2000,*

Duane K. Thompson

*having first taken and subscribed the oath prescribed by the Constitution and
Laws of this State, was admitted as an attorney of said Court, is now in good
standing, and as such is entitled to practice law in any of the Courts of said
State, subject to the Rules of Court.*

In Testimony Whereof, *I have hereunto
set my hand as Clerk, and affixed the Seal
of the Court of Appeals of Maryland, this
third day of May, 2018.*

Bessie M. Decker

Clerk of the Court Of Appeals of Maryland